

**Starfish Associates, LLC**

CONDENSED INTERIM BALANCE SHEET AS AT DECEMBER 31, 2024

	Notes	As at December 31, 2024 (In ₹'000)
<b>ASSETS</b>		
<b>Non-current assets</b>		
Property, Plant and Equipment	5.1	-
<b>Financial assets</b>		
Other non current financial assets	6	1,240.72
Deferred tax assets (net)	7	-
		<b>1,240.72</b>
<b>Current assets</b>		
Financial Assets		
- Trade receivables	8	96,919.04
- Cash and cash equivalents	9	98,726.44
- Other current financial assets	10	-
Other current assets	11	-
		<b>195,645.48</b>
<b>TOTAL</b>		<b>196,886.20</b>
<b>EQUITY AND LIABILITIES</b>		
<b>EQUITY</b>		
Equity share capital	4	2,230.86
Other equity		(33,108.55)
		<b>(30,877.69)</b>
<b>LIABILITIES</b>		
<b>Current liabilities</b>		
Financial liabilities		
- Trade payables	12	15,720.34
Other current liabilities	13	201,413.66
Provisions	14	10,629.89
Current tax liabilities (net)		-
		<b>227,763.89</b>
<b>TOTAL</b>		<b>196,886.20</b>
Summary of material accounting policy information	3	

The accompanying notes are an integral part of the condensed interim financial statements

As per our report of even date

**For JOSHI APTE & Co.**  
Firm registration no. 104370W  
Chartered Accountants

**For and on behalf of the Board of Directors of**  
Starfish Associates, LLC

per **Tejashree Joshi**  
Partner  
Membership No. 139807

**Sandeep Kalra**  
Manager-CEO

**Thomas Klein**  
Manager

Place: India  
Date: January 20, 2025

Place: USA  
Date: January 20, 2025

Place: USA  
Date: January 20, 2025

**Starfish Associates, LLC****CONDENSED INTERIM STATEMENT OF PROFIT AND LOSS FOR THE QUARTER AND PERIOD ENDED DECEMBER 31, 2024**

	Notes	For the quarter ended December 31, 2024 (In ₹'000)	For the period ended December 31, 2024 (In ₹'000)
<b>Income</b>			
Revenue from operations	15	160,397.09	245,434.59
Other income	16	426.52	750.56
<b>Total income (A)</b>		<b>160,823.61</b>	<b>246,185.15</b>
<b>Expenses</b>			
Employee benefits expense	17.1	105,531.00	165,292.30
Cost of technical professionals	17.2	32,804.04	46,964.15
Depreciation and amortization expense	5.2	-	-
Other expenses	18	6,289.42	11,545.70
<b>Total expenses (B)</b>		<b>144,624.46</b>	<b>223,802.15</b>
<b>Profit/(loss) before tax (A - B)</b>		<b>16,199.15</b>	<b>22,383.00</b>
<b>Tax expense</b>			
Current tax		(2,172.57)	-
Tax credit in respect of earlier years		-	-
Deferred tax charge / (credit)		1,050.12	-
<b>Total tax expense</b>		<b>(1,122.45)</b>	<b>-</b>
<b>Net profit/(loss) for the Period (C)</b>		<b>17,321.60</b>	<b>22,383.00</b>
<b>Other comprehensive income</b>			
<b>Items that may be reclassified to profit or loss (D)</b>			
- Exchange differences in translating the financial statements of foreign operations		(746.90)	(813.10)
		<b>(746.90)</b>	<b>(813.10)</b>
<b>Total comprehensive income for the Period (C) + (D)</b>		<b>16,574.70</b>	<b>21,569.90</b>

Summary of material accounting policy information 3

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**Starfish Associates, LLC****CONDENSED INTERIM CASH FLOW STATEMENT FOR THE PERIOD ENDED DECEMBER 31, 2024**

	For the period ended December 31, 2024 (In ₹'000)
<b>Cash flow from operating activities</b>	
<b>Profit / (loss) before tax</b>	<b>22,383.00</b>
Adjustments for:	
Interest income	(750.56)
Unrealised exchange (gain)/ loss (net)	17.81
Foreign Currency Translation Reserve	(813.10)
<b>Operating profit before working capital changes</b>	<b>20,837.15</b>
<b>Movements in working capital :</b>	
(Increase)/Decrease in trade receivables	(8,552.36)
(Increase)/ Decrease in other current assets (including financial assets)	23,386.08
(Increase) / Decrease in other non current assets	(27.93)
Increase/(Decrease) in trade payables and current liabilities	(3,420.53)
Increase/(Decrease) in provisions	10,629.89
<b>Operating profit after working capital changes</b>	<b>42,852.30</b>
Direct taxes paid (net of refunds)	-
<b>Net cash generated from operating activities</b>	<b>(A) 42,852.30</b>
<b>Cash flows from investing activities</b>	
Interest received	750.56
<b>Net cash (used in) investing activities</b>	<b>(B) 750.56</b>
<b>Cash flows from financing activities</b>	
Proceeds from issuance of share capital	-
<b>Net cash (used in) financing activities</b>	<b>(C) -</b>
Net (Decrease)/ increase in cash and cash equivalents (A + B + C)	43,602.86
Cash and cash equivalents at the beginning of the period	55,123.58
<b>Cash and cash equivalents at the end of the Period</b>	<b>98,726.44</b>
<b>Components of cash and cash equivalents</b>	
Balances with banks	
On current accounts	98,726.44
<b>Cash and cash equivalents as per note 9</b>	<b>98,726.44</b>

Summary of material accounting policy information

3

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**Starfish Associates, LLC****CONDENSED INTERIM STATEMENT OF CHANGES IN EQUITY FOR THE PERIOD ENDED DECEMBER 31, 2024****A. Equity share capital (refer Note 4)****(In ₹'000)**

<b>Balance as at August 1, 2024</b>	<b>Changes in Equity Share Capital due to prior period errors</b>	<b>Changes in equity share capital during the period</b>	<b>Balance as at December 31, 2024</b>
2,230.86	-	-	2,230.86

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**Starfish Associates, LLC****CONDENSED INTERIM STATEMENT OF CHANGES IN EQUITY FOR THE PERIOD ENDED DECEMBER 31, 2024****B. Other equity**

(In ₹'000)

Particulars	<u>Reserves and surplus</u>	<u>Items of other comprehensive income</u>	Total
	Retained earnings	Foreign currency translation reserve	
<b>Balance as at August 1, 2024</b>	(54,678.46)	-	(54,678.46)
Net Profit/(Loss) for the period	22,383.00	-	22,383.00
Other Comprehensive income for the period	-	(813.10)	(813.10)
<b>Balance at December 31, 2024</b>	<b>(32,295.46)</b>	<b>(813.10)</b>	<b>(33,108.55)</b>

**Nature and purpose of reserves****a) Foreign currency translation reserve**

The exchange differences arising from the translation of financial statements of foreign operations with functional currency other than Indian rupees is recognised in other comprehensive income and is presented under equity in the foreign currency translation reserve.

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## **Starfish Associates, LLC**

### **Notes forming part of condensed interim financial statements**

#### **1. Nature of operations**

Starfish Associates, LLC, USA has become a wholly owned subsidiary of Persistent Systems Inc. effective from August 1, 2024, upon completion of the necessary customary closing condition.

Starfish Associates, LLC provides communication management automation solution for multi-vendor unified communications(UC) and contact centers(CC) systems. Starfish Associates is known for its intelligent integration hub and workflow engine that seamlessly connects an array of business applications and communication systems, significantly enhancing multi-vendor communication management.

#### **2. Basis of preparation**

The financial statements of the Company have been prepared on an accrual basis and under the historical cost convention except for certain financial instruments and equity settled employee stock options which have been measured at fair value. Historical cost is generally based on the fair value of consideration given in exchange of goods and services. The accounting policies are applied by the company during the period except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

These financial statements have been prepared in accordance with Ind AS 34 Interim Financial Reporting for the period and quarter ended December 31, 2024 as notified under the Companies (Indian Accounting Standards) Rules, 2015 read with Section 133 of the Companies Act, 2013. The condensed interim financial statements are presented in ₹ Thousands.

The accompanying condensed interim financial statements have been prepared solely to assist the management of Persistent Systems Limited in preparation of its consolidated financial statements for the quarter and period ended 31 December 2024.

#### **3. Material accounting policy information**

##### **3.1 Accounting year**

The accounting year of the company is from April 1 to March 31. These financial statements have been prepared only for the purpose of consolidation.

##### **3.2 Functional currency**

The Company's functional currency is USD.

##### **3.3 Use of estimates and judgements**

The preparation of the condensed interim financial statements in conformity with Ind AS requires the management to make estimates and assumptions that affect the reported amounts of revenue, expenses, assets and liabilities and disclosure of contingent assets and liabilities at the end of reporting period. The application of accounting policies that require critical accounting estimates involving complex and subjective judgements and the use of accounting assumptions in these financial statements have been disclosed appropriately. Accounting estimates could change from period to period. Actual results could differ from those estimates. Appropriate changes in estimates are made as per management becomes aware of changes in circumstances surrounding the estimates. Changes in estimates are reflected in the condensed interim financial statements in the period in which changes are made and, if material their effects are disclosed in the notes to the condensed interim financial statements.

**3.4 Critical accounting estimates****a) Revenue recognition**

The Company uses the percentage-of-completion method in accounting for its fixed-price contracts. Use of the percentage-of-completion method requires the Company to estimate the efforts or costs expended to date as a proportion of the total efforts or costs to be expended. Efforts or costs expended have been used to measure progress towards completion. Provisions for estimated losses, if any, on uncompleted contracts are recorded in the period in which such losses become probable based on the expected contract estimates at the reporting date.

Further, the Company uses significant judgement while determining the transaction price allocated to performance obligations using the expected cost plus margin approach.

In respect of the contracts where the transaction price is payable as royalty at pre-defined percentage of customer revenue and bearing in mind, the time gap between the close of the accounting period and availability of the revenue report from the customer, the Company is required to use its judgement to ascertain the income from royalty on the basis of historical trends of customer revenue.

**b) Income taxes**

The Company's major tax jurisdictions is US. Significant judgements are involved in determining the provision for income taxes.

A deferred tax is recognised to the extent that it is probable that future taxable profits are available against which deductible temporary differences and tax losses be utilised. The management evaluates if the deferred tax assets will be realised in future considering the historical taxable income, scheduled reversal of deferred tax liabilities, projected future taxable income and tax planning strategies. While the Management believes that the Company will realise the deferred tax assets, the amount of deferred tax asset realisable could be reduced in the near term if estimates of future taxable income during the carry forward period are reduced.

**c) Property, plant and equipment**

Property, plant and equipment represent a significant proportion of the asset base of the Company. The charge in respect of depreciation is derived after determining an estimate of an asset's expected useful life and the expected residual value at the end of its life. The useful lives and residual values of Company's assets are determined by management at the time the asset is acquired and reviewed periodically. The lives are based on historical experience with similar assets as well as anticipation of future events, which may impact their life, such as changes in technology.

**d) Provisions and contingent liabilities**

Provisions are determined based on the best estimate required to settle the obligation at the reporting date. If the effect of time value of money is material, provisions are discounted using a current pre-tax rate that reflects the risks specific to the liability. These estimates are reviewed at each balance sheet date and adjusted to reflect the current best estimates. The company uses significant judgements to assess contingent liabilities.

**3.5 Summary of significant accounting policies****a) Current versus non-current classification**

All assets and liabilities have been classified as current or non-current as per the Company's operating cycle and other criteria set out in the Schedule III of the Act. Operating cycle is the time between the acquisition of resources / assets for processing and their realisation in cash and cash equivalents. Based on the nature of products / services and the time between the acquisition of assets for processing and their realisation in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months.

**b) Property, Plant and Equipment**

Property, Plant and Equipment are stated at cost, less accumulated depreciation and impairment losses, if any. The cost comprises the purchase price and any attributable costs of bringing the asset to its working condition for its intended use. Any trade discounts and rebates are deducted in arriving at the purchase price. Capital work-in-progress includes cost of Property, Plant and Equipment that are not ready to be put to use.

Subsequent expenditure related to an item of Property, Plant and Equipment is added to its book value only if it is probable that future economic benefits associated with the item will flow to the Company. All other expenses on existing Property, Plant and Equipment, including day-to-day repair and maintenance expenditure and cost of replacing parts, are charged to the statement of profit and loss for the year during which such expenses are incurred.

Gains or losses arising from disposal of Property, Plant and Equipment are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit and loss when the asset is disposed.

**c) Leases**

Ind AS 116 requires lessees to determine the lease term as the non-cancellable period of a lease adjusted with any option to extend or terminate the lease, if the use of such option is reasonably certain. The Company makes an assessment on the expected lease term on a lease-by-lease basis and thereby assesses whether it is reasonably certain that any options to extend or terminate the contract will be exercised. In evaluating the lease term, the Company considers factors such as any significant leasehold improvements undertaken over the lease term, costs relating to the termination of the lease and the importance of the underlying asset to the Company's operations taking into account the location of the underlying asset and the availability of suitable alternatives. The lease term in future periods is reassessed to ensure that the lease term reflects the current economic circumstances. After considering current and future economic conditions, the Company has concluded that no changes are required to lease periods relating to the existing lease contracts.

**d) Intangible assets****i) Acquired intangible assets**

Intangible assets including software licenses of enduring nature and contractual rights acquired separately are measured on initial recognition at cost. Following initial recognition, Intangible assets are carried at cost less accumulated amortization and accumulated impairment losses, if any. Cost comprises the purchase price and any directly attributable cost of bringing the asset to its working condition for its intended use.

Gains or losses arising from disposal of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit and loss when the asset is disposed.

**ii) Research and development cost**

Research costs are expensed as incurred. Development expenditure incurred on an individual project is recognized as an intangible asset when The Company can demonstrate:

- technical feasibility of completing the intangible asset so that it will be available for use or sale;
- its intention to complete the asset and use or sell it;
- its ability to use or sell the asset;
- how the asset will generate probable future economic benefits;
- the availability of adequate resources to complete the development and to use or sell the asset; and
- the ability to measure reliably the expenditure attributable to the intangible asset during development.



Such development expenditure, until capitalization, is reflected as intangible assets under development.

Following the initial recognition, internally generated intangible assets are carried at cost less accumulated amortization and accumulated impairment losses, if any. Amortization of internally generated intangible asset begins when the development is complete and the asset is available for use.

**e) Depreciation and amortization**

Depreciation on Property, plant and equipment is provided using the Straight Line Method ('SLM') over the useful lives of the assets estimated by the management.

The management estimates the useful lives for the Property, plant and equipment as follows:

<b>Assets</b>	<b>Useful lives</b>
Computers*	4 years
Computers - Servers and networks*	4 years
Office equipments	5 years

\*For these classes of assets, based on internal assessment and independent technical evaluation carried out by external valuers the management believes that the useful lives as given above best represent the period over which the management expects to use these assets. Hence the useful lives of these assets are different from the useful lives as prescribed under Part C of Schedule II of the Companies Act 2013.

Individual assets whose cost does not exceed ₹ 5,000 are fully depreciated in the year of acquisition.

Intangible assets are amortized on a straight line basis over their estimated useful lives commencing from the day the asset is made available for use.

**f) Impairment of Property, Plant and Equipment and Other intangible assets**

The carrying amounts of assets are reviewed at each balance sheet date if there is any indication of impairment based on internal/external factors.

Recoverable amount of intangible under development that is not yet available for use is estimated at least at each financial year end even if there is no indication that the asset is impaired.

An impairment loss is recognized wherever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the greater of the asset's net selling price and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and risks specific to the asset.

**g) Financial instruments****i) Financial assets***Initial recognition and measurement*

Financial assets are recognized initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset.

*Subsequent measurement*

For the purpose of subsequent measurement, financial assets are classified as:

**Financial assets at amortized cost**

Financial assets that are held within a business model whose objective is to hold assets for collecting contractual cash flows and whose contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding are subsequently measured at amortized cost using the effective interest rate method. The change in measurements are recognized as finance income in the statement of profit and loss.

**Financial assets at fair value through other comprehensive income (FVTOCI)**

Financial assets that are held within a business model whose objective is achieved both by collecting contractual cash flows and selling the financial assets and the assets' contractual cash flows represent solely payments of principal and interest on the principal amount outstanding are subsequently measured at fair value. Fair value movements are recognized in other comprehensive income.

**Financial assets at fair value through profit or loss (FVTPL)**

Any financial asset which does not meet the criteria for categorization as financial asset at amortized cost or at FVTOCI, is classified as financial asset at FVTPL. Financial assets except derivative contracts included within the FVTPL category are subsequently measured at fair value with all changes recognized in the statement of profit and loss.

**ii) Financial liabilities***Initial recognition and measurement*

Financial liabilities are recognized initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

*Subsequent measurement*

For the purpose of subsequent measurement, financial liabilities are classified as:

**Financial liabilities at amortised cost**

Financial liabilities are subsequently carried at amortized cost using the effective interest method, except for contingent consideration recognized in a business combination which is subsequently measured at fair value through profit or loss. For trade and other payables maturing within one year from the Balance Sheet date, the carrying amounts approximately.

**Financial liabilities at fair value through profit or loss (FVTPL)**

Financial liabilities include financial liabilities held for trading and financial liabilities designated upon initial recognition at fair value through profit or loss if the recognition criteria as per Ind AS 109 – “Financial Instruments” are satisfied. Gains or losses on liabilities held for trading are recognized in statement of profit and loss.

Fair value gains or losses on liabilities designated as FVTPL attributable to changes in own credit risk are recognized in other comprehensive income. All other changes in fair value of liabilities designated as FVTPL are recognized in the statement of profit and loss. The Company has not designated any financial liability as FVTPL.

**iii) Impairment****a. Financial assets**

The Company applies Expected Credit Loss (ECL) model for measurement and recognition of impairment loss on financial assets measured at amortized cost and financial assets that are debts instruments and are measured at fair value through other comprehensive income (FVTOCI). ECL is the difference between contractual cash flows that are due and the cash flows that the Company expects to receive, discounted at the original effective interest rate.

For trade receivables, the Company recognizes impairment loss allowance based on lifetime ECL at each reporting date, right from its initial recognition. For other financial assets, the Company determines whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12 month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used.

**b. Non-financial assets**

The carrying amounts of Property, Plant and Equipment and Goodwill are reviewed at each balance sheet date or whenever there is any indication of impairment based on internal/external factors. If any indications exist, the Company estimates the asset's recoverable amount unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the Cash Generating Unit (CGU) to which the asset belongs. If the recoverable amount of an asset (or CGU) is estimated to be less than its carrying amount, the carrying amount of the asset (or CGU) is reduced to its recoverable amount. An impairment loss is recognised in the statement of profit and loss.

Recoverable amount of intangible under development that is not yet available for use is estimated at least at each financial year end even if there is no indication that the asset is impaired.

An impairment loss is recognized wherever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the greater of the asset's net selling price and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and risks specific to the asset.

**h) Borrowing Costs**

Borrowing cost includes interest, amortization of ancillary costs incurred in connection with the arrangements of borrowings. Borrowing costs directly attributable to the acquisition, construction or development of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as a part of the cost of the respective asset. All other borrowing costs are expensed in the year in which they occur.

**i) Leases**

The Company assesses at the inception of contract whether a contract is or contains a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

To assess whether a contract conveys the right to control the use of an identified asset, The Company assesses whether:

- i. The contract involves the use of an identified asset;
- ii. The Company has substantially all of the economic benefits from use of the asset through the period of the lease; and
- iii. The Company has the right to direct the use of the asset

**Where the Company is a lessee**

The Company accounts for each lease component within the contract as a lease separately from non-lease components of the contract and allocates the consideration in the contract to each lease component on the basis of the relative stand-alone price of the lease component and the aggregate stand-alone price of the non-lease components.

The Company recognises right-of-use asset representing its right to use the underlying asset for the lease term at the lease commencement date. The cost of the right-of-use asset measured at inception shall comprise of the amount of the initial measurement of the lease liability adjusted for any lease payments made at or before the commencement date less any lease incentives received, plus any initial direct costs incurred and an estimate of costs to be incurred by the lessee in dismantling and removing the underlying asset or restoring the underlying asset or site on which it is located.

The right-of-use assets is subsequently measured at cost less any accumulated depreciation, accumulated impairment losses, if any and adjusted for any remeasurement of the lease liability. The right-of-use assets is depreciated using the straight-line method from the commencement date over the shorter of lease term or useful life of right-of-use asset. The estimated useful lives of right-of use assets are determined on the same basis as those of property, plant and equipment.

Right-of-use assets are tested for impairment whenever there is any indication that their carrying amounts may not be recoverable. Impairment loss, if any, is recognised in the statement of profit and loss.

The Company measures the lease liability at the present value of the lease payments that are not paid at the commencement date of the lease. The lease payments are discounted using the interest rate implicit in the lease, if that rate can be readily determined. If that rate cannot be readily determined, The Company uses incremental borrowing rate.

The lease payments shall include fixed payments, variable lease payments based on an index or rate, residual value guarantees, exercise price of a purchase option where The Company is reasonably certain to exercise that option and payments of penalties for terminating the lease, if the lease term reflects the lessee exercising an option to terminate the lease.

The lease liability is subsequently remeasured by increasing the carrying amount to reflect interest on the lease liability, reducing the carrying amount to reflect the lease payments made and remeasuring the carrying amount to reflect any reassessment or lease modifications or to reflect revised in-substance fixed lease payments.

When the lease liability is remeasured, the corresponding adjustment is reflected in the right-of-use asset, or statement of profit and loss if the right-of-use asset is already reduced to zero.

The Company has elected not to apply the requirements of Ind AS 116 to short-term leases of all assets that have a lease term of 12 months or less and leases for which the underlying asset is of low value. The lease expenses associated with these leases are recognized in the statement of profit and loss on a straight line basis.

#### **Where the Company is a lessor**

At the inception of the lease, The Company classifies each of its leases as either an operating lease or a finance lease. Whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee, the contract is classified as a finance lease. All other leases are classified as operating leases. The Company recognises lease payments received under operating leases as income over the lease term on a straight line basis.

#### **j) Revenue recognition**

Revenue is measured at the fair value of the consideration received or receivable taking into account the amount of any trade discounts and volume rebates allowed by the Company. Revenue is recognized to the extent it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured.

The following specific recognition criteria must also be met before revenue is recognized:

##### **i. Income from sale of software licenses and services**

The company derives revenues primarily from IT services comprising of software development and related services and from the licensing of software products.

Revenue is recognized upon transfer of control of promised products or services to customers in an amount that reflects the consideration expected to receive in exchange for those products or services.

Arrangements with customers for software related services are either on a time-and-material or a fixed-price basis.

Revenue on time-and-material contracts are recognized as and when the related services are performed. Revenue from fixed-price contracts, where the performance obligations are satisfied over time and where there is no uncertainty as to measurement or collectability of consideration, is recognized as per the percentage-of-completion method. When there is uncertainty as to measurement or ultimate collectability, revenue recognition is postponed until such uncertainty is resolved.

Revenue from licenses where the customer obtains a "right to use" the licenses is recognized at the time the license is made available to the customer. Revenue from licenses where the customer obtains a "right to access" is recognized over the access period.

The company has applied the principles under Ind AS 115 to account for revenues from these performance obligations.

When support services are provided in conjunction with the licensing arrangement and the license and the support services have been identified as two separate performance obligations, the transaction price for such contracts are allocated to each performance obligation of the contract based on their relative standalone selling prices. Maintenance revenue is recognized proportionately over the period in which the services are rendered.

Revenue from royalty is recognized in accordance with the terms of the relevant agreements.

The company accounts for volume discounts and pricing incentives to customers as a reduction of revenue based on the proportionate allocation of the discounts amount to each of the underlying performance obligation that corresponds to the progress by the customer towards earning the discount. Also, when the level of discount varies with increases in levels of revenue transactions, the Company recognizes the liability based on its estimate of the customer's future purchases. If it is probable that the criteria for the discount will not be met, or if the amount thereof cannot be estimated reliably, then discount is not recognized until the payment is probable and the amount can be estimated reliably. The company recognizes changes in the estimated amount of obligations for discounts in the period in which the change occurs.

Unbilled revenue represents revenue recognized in relation to work done until the balance sheet date for which billing has not taken place.

Unearned revenue represents the billing in respect of contracts for which the revenue is not recognized.

The Company collects Value Added Taxes (VAT) on behalf of the government and, therefore, these are not economic benefits flowing to the Company. Hence, they are excluded from revenue.

In cases where company acts as an agent, the revenue is recognised in form of a commission on delivery of the software licenses.

## **ii. Interest**

Interest income is recognized on a time proportion basis taking into account the carrying amount and the effective interest rate. Interest income is included under the head 'Other income' in the statement of profit and loss.

## **iii. Dividend**

Dividend Income is recognized when the company's right to receive payment is established by the balance sheet date. Dividend income is included under the head 'Other Income' in the statement of profit and loss.

## **k) Foreign currency translation**

### **i) Foreign currency transactions and balances**

#### **a. Initial recognition**

Foreign currency transactions are recorded in the functional currency, i.e. USD, by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of the transaction.

**b. Conversion**

Foreign currency monetary items are reported using the exchange rate prevailing at the reporting date. Non-monetary items, which are measured in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction. Non-monetary items which are carried at fair value or other similar valuation denominated in a foreign currency are reported using the exchange rates at the date when the values were determined.

**c. Exchange differences**

Exchange differences arising on conversion / settlement of foreign currency monetary items and on foreign currency liabilities relating to Property, Plant and Equipment acquisition are recognized as income or expenses in the year in which they arise.

**d. Forward exchange contracts not intended for trading or speculation purposes, classified as derivative financial instruments**

As per the accounting principles laid down in Ind AS 109 – “Financial Instruments” relating to cash flow hedges, derivative financial instruments which qualify for cash flow hedge accounting are fair valued at balance sheet date and the effective portion of the resultant loss / (gain) is debited / (credited) to the hedge reserve under other comprehensive income and the ineffective portion is recognized to the statement of profit and loss. Derivative financial instruments are carried as forward contract receivable when the fair value is positive and as forward contract payable when the fair value is negative.

Changes in the fair value of derivative instruments that do not qualify for hedge accounting are recognized in the statement of profit and loss as they arise.

Hedge accounting is discontinued when the hedging instrument expires or is sold, or terminated, or exercised, or no longer qualifies for hedge accounting. Any cumulative gain or loss on the hedging instrument recognized in hedge reserve under other comprehensive income is transferred to the statement of profit and loss when the forecasted transaction occurs or affects profit or loss or when a hedged transaction is no longer expected to occur.

**ii) Translation of foreign operations**

The Company presents the financial statements in INR which is the functional currency of the Company.

The assets and liabilities of a foreign operation are translated into the reporting currency (INR) at the exchange rate prevailing at the reporting date.

**i) Income taxes**

Tax expense comprises of current and deferred tax. Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the US tax laws. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date. Current income tax relating to items recognized directly in equity is recognized in equity and not in the statement of profit and loss.

Deferred income taxes reflect the impact of temporary differences between tax base of assets and liabilities and their carrying amounts. Deferred tax is measured based on the tax rates and the tax laws enacted or substantively enacted at the reporting date.

Deferred tax liabilities are recognized for all taxable temporary differences, except deferred tax liability arising from initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, affects neither accounting nor taxable profit/ loss at the time of transaction. Deferred tax assets are recognized for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses, except deferred tax assets arising from initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, affects neither accounting nor taxable profit/ loss at the time of transaction. Deferred tax assets are recognized only to the extent that sufficient future taxable income will be available against which such deferred tax assets can be realized.

The carrying amount of deferred tax asset is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available against which such deferred tax assets can be realized.

Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred tax assets and deferred tax liabilities relate to the same taxable entity and the same taxation authority.

Deferred tax relating to items recognized outside the statement of profit and loss is recognized in co-relation to the underlying transaction either in other comprehensive income or directly in equity.

**m) Cash and cash equivalents**

Cash and cash equivalents in the cash flow statement comprise cash at bank and in hand, bank deposits and short-term investments with an original maturity of three months or less.

**n) Earnings per share (EPS)**

Basic earnings per share are calculated by dividing the net profit for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period is adjusted for events such as bonus issue, bonus element in a rights issue, share split, and reverse share split (consolidation of shares), if any occurred during the reporting period, that have changed the number of equity shares outstanding, without a corresponding change in resources.

For the purpose of calculating diluted earnings per share, the net profit for the period attributable to the equity shareholders and the weighted average number of equity shares outstanding during the period, are adjusted for the effects of all dilutive potential equity shares.

The number of shares and potential dilutive equity shares are adjusted retrospectively for all periods presented for any bonus shares issues including for changes effected prior to the approval of the financial statements by the Board of Directors.

**o) Provisions**

A provision is recognized when the Company has a present obligation as a result of past event; it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are determined based on the best estimate required to settle the obligation at the reporting date. If the effect of time value of money is material, provisions are discounted using a current pre-tax rate that reflects the risks specific to the liability. These estimates are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

**p) Contingent liabilities**

A contingent liability is a possible obligation that arises from past event whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The company does not recognize a contingent liability but discloses its existence in the condensed financial statements.

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**Starfish Associates, LLC****NOTES FORMING PART OF CONDENSED INTERIM FINANCIAL STATEMENTS****5.1 Property, Plant and Equipment****(In ₹'000)**

	<b>Computers</b>	<b>Furniture &amp; Fixtures</b>	<b>Plant and equipment</b>	<b>Total</b>
<b>Gross block</b>				
<b>As at August 1, 2024</b>				
Opening Balance	-	-	-	-
Additions	-	-	-	-
Additions on account of acquisition	17,480.06	3,161.25	4,216.14	24,857.45
- Exchange differences	379.15	68.57	91.45	539.17
<b>As at December 31, 2024</b>	<b>17,859.21</b>	<b>3,229.82</b>	<b>4,307.59</b>	<b>25,396.62</b>
<b>Depreciation and amortization</b>				
<b>As at August 1, 2024</b>				
Opening Balance	-	-	-	-
Charge for the period	-	-	-	-
Additions on account of acquisition	17,480.06	3,161.25	4,216.14	24,857.45
- Exchange differences	379.15	68.57	91.45	539.17
<b>As at December 31, 2024</b>	<b>17,859.21</b>	<b>3,229.82</b>	<b>4,307.59</b>	<b>25,396.62</b>
<b>Net block</b>				
<b>As at December 31, 2024</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

**5.2 Depreciation and amortization****(In ₹'000)**

	<b>For the quarter ended December 31, 2024</b>	<b>For the period ended December 31, 2024</b>
Property, Plant and Equipment	-	-
	-	-

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**Starfish Associates, LLC****NOTES FORMING PART OF CONDENSED INTERIM FINANCIAL STATEMENTS****6. Other Non-current financial assets**

	As at December 31, 2024 (In ₹'000)
Security Deposits	1,240.72
	<u>1,240.72</u>

**7. Deferred Tax Assets (Net)**

	As at December 31, 2024 (In ₹'000)
<b>Deferred Tax Assets</b>	
On carried forward losses	-
On provision for long service awards	-
	<u>-</u>

**8. Trade receivables**

	As at December 31, 2024 (In ₹'000)
Unsecured, considered good	96,919.04
Unsecured, considered doubtful	-
	<u>96,919.04</u>
Less : Provision for doubtful receivables	-
	<u>96,919.04</u>

**9. Cash and cash equivalents**

	As at December 31, 2024 (In ₹'000)
<b>Cash and cash equivalents as presented in cash flow statement</b>	
Balances with banks	98,726.44
	<u>98,726.44</u>

**10. Other current financial assets**

	As at December 31, 2024 (In ₹'000)
Unbilled revenue	-
	<u>-</u>

**11. Other current assets**

	As at December 31, 2024 (In ₹'000)
Advances recoverable in cash or kind	-
	<u>-</u>

**Starfish Associates, LLC****NOTES FORMING PART OF CONDENSED INTERIM FINANCIAL STATEMENTS****12. Trade payables**

	As at December 31, 2024 (In ₹'000)
Trade payables for goods and services	15,720.34
	<u>15,720.34</u>

**13. Other current liabilities**

	As at December 31, 2024 (In ₹'000)
Unearned revenue	201,413.66
Statutory liabilities	-
	<u>201,413.66</u>

**14. Current Liabilities: Provisions**

	As at December 31, 2024 (In ₹'000)
Provision for employee benefits	10,629.89
	<u>10,629.89</u>

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**Starfish Associates, LLC****NOTES FORMING PART OF CONDENSED INTERIM FINANCIAL STATEMENTS****15. Revenue from operations**

	For the quarter ended December 31, 2024 (In ₹'000)	For the period ended December 31, 2024 (In ₹'000)
Sale of Services	119,288.40	178,552.82
Sale of products	41,108.69	66,881.77
	<b>160,397.09</b>	<b>245,434.59</b>

**16. Other income**

	For the quarter ended December 31, 2024 (In ₹'000)	For the period ended December 31, 2024 (In ₹'000)
Interest income	426.52	750.56
	<b>426.52</b>	<b>750.56</b>

**17. Personnel expenses**

	For the quarter ended December 31, 2024 (In ₹'000)	For the period ended December 31, 2024 (In ₹'000)
<b>17.1. Employee benefits expense</b>		
Salaries, wages and bonus	65,571.43	108,846.61
Defined contribution to other funds	3,877.64	8,523.85
Staff welfare and benefits	36,081.93	47,921.84
	<b>105,531.00</b>	<b>165,292.30</b>
<b>17.2 Cost of technical professionals</b>		
Technical professionals - others	32,804.04	46,964.15
	<b>32,804.04</b>	<b>46,964.15</b>
	<b>138,335.04</b>	<b>212,256.45</b>

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**Starfish Associates, LLC****NOTES FORMING PART OF CONDENSED INTERIM FINANCIAL STATEMENTS****18. Other expenses**

	For the quarter ended December 31, 2024 (In ₹'000)	For the period ended December 31, 2024 (In ₹'000)
Travelling and conveyance	755.61	993.16
Electricity expenses	162.44	269.72
Communication expenses	224.14	405.89
Purchase of software licenses and support expenses	1,846.54	3,369.36
Rent	2,061.97	3,423.82
Rates and taxes	65.62	180.15
Professional fees	977.03	2,636.16
Repairs and maintenance		
- Others	15.39	30.67
Foreign exchange loss (net)	17.81	17.81
Miscellaneous expenses	162.87	218.96
	<b>6,289.42</b>	<b>11,545.70</b>

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## Starfish Associates, LLC

### Notes forming part of condensed interim financial statements

19. Starfish Associates, LLC, USA has become a wholly owned subsidiary of Persistent Systems Inc. effective from August 1, 2024, upon completion of the necessary customary closing conditions. Post acquisition Persistent Systems USA is 100% owner of equity interest amounting to USD 26,658.68.
  20. **Contingent liabilities**  
The Company does not have any contingent liability as at December 31, 2024.
  21. **Capital commitments**  
The estimated amount of contracts remaining to be executed on Capital account and not provided for, net of advances is ₹ Nil.
  22. The financial statements are presented in ₹ '000.
  23. Being first year of operations, the information for comparatives periods is not presented in the financial statements.
  24. Based on discussion with the management, the Company is evaluating restructuring opportunities. The Company is considered as going concern in spite of its negative net worth considering this fact.
  25. The entity Starfish Associates LLC being in the form of LLC, the tax liability is borne by its member which is Persistent System Inc (PSI). Therefore, the tax provision is accounted in the books of PSI.
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As per our report of even date

**For JOSHI APTE & CO.**  
Firm registration no. 104370W  
Chartered Accountants

**For and on behalf of the Board of Directors of  
Starfish Associates, LLC**

**per Tejashree Joshi**  
Partner  
Membership No.139807

**Sandeep Kalra**  
Manager-CEO

**Thomas Klein**  
Manager

Place: India  
Date: January 20, 2025

Place: USA  
Date: January 20, 2025

Place: USA  
Date: January 20, 2025

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